

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Reorganized Debtors.

Chapter 11

Case No. 01-1139 (KJC)

Objection Deadline: July 7, 2014 at 4:00 p.m.

Hearing: October 14, 2014 at 10:00 a.m.

**SECOND QUARTERLY AND FINAL FEE APPLICATION OF TOWERS WATSON
DELAWARE INC., ACTUARIAL CONSULTANTS TO DAVID T. AUSTERN, FORMER
ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, AND ROGER FRANKEL,
SUCCESSOR ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, FOR
COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES INCURRED FOR THE SECOND QUARTERLY
PERIOD FROM JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014 AND THE FINAL
FEE PERIOD FROM OCTOBER 29, 2004 THROUGH FEBRUARY 3, 2014**

Pursuant to 11 U.S.C. §§ 330, 331 and 503 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), Towers Watson Delaware Inc. ("Towers Watson"), actuarial consultants to David T. Austern, the former asbestos personal injury future claimants' representative (the "Former FCR"), and Roger Frankel, the successor asbestos personal injury future claimants' representative (the "Successor FCR"),¹ hereby submits this combined second quarterly and final fee application (collectively, the "Final Fee Application") for final allowance of (i) compensation for actuarial consulting services rendered by Towers Watson and reimbursement of actual and necessary expenses incurred during the second quarterly period

¹ Pursuant to this Court's Order authorizing Roger Frankel's retention of Towers Watson as his actuarial consultant, Towers Watson is authorized to file a single consolidated final fee application covering all of the fees and expenses incurred by Towers Watson in connection with its actuarial services provided to David T. Austern and Roger Frankel [Dkt. No. 31479 ¶ 4].

from January 1, 2014 through February 3, 2014 (the “Second Quarterly Period”); and (ii) compensation for actuarial consulting services rendered by Towers Watson and reimbursement of actual and necessary expenses incurred from October 29, 2004 through February 3, 2014 (the “Final Fee Period”) in the amount of \$3,673,654.50 in fees and \$53,453.96 in expenses, for a total award of \$3,727,108.46. In support of this Final Fee Application, Towers Watson respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for relief sought herein are Sections 330, 331, and 503 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, and Rule 2016-2 of the Local Rules.

Factual Background of the Chapter 11 Cases

A. The Chapter 11 Cases

2. On April 2, 2001, W.R. Grace & Co. and certain of its affiliates (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”).

3. After years of litigation and negotiation, the Debtors filed the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders as modified through December 23, 2010 (as amended from time to time, the “Plan”).

4. This Court confirmed the Plan by order entered January 31, 2011 [Dkt. No. 26155] (the “Confirmation Order”). The Confirmation Order was appealed to the United States District Court for the District of Delaware [Case No. 11-199 (lead case)], which confirmed the Plan by order issued January 30, 2012 [Dkt. No. 166]. On June 11, 2012, the District Court issued an Amended Memorandum Opinion [Dkt. No. 217] and Amended Order [Dkt. No. 218] clarifying and expanding the discussion in its prior opinion and, once more, overruling all objections and confirming the Plan in its entirety.

5. Five parties appealed the District Court’s orders confirming the Plan. The United States Court of Appeals for the Third Circuit affirmed the District Court’s rulings in four of the five appeals. The parties resolved the fifth appeal in a settlement approved by this Court [Dkt. No. 31604], and the Third Circuit then entered an order dismissing that appeal [3d Cir., Case No. 12-1402, Feb. 3, 2014]. The Plan became effective on February 3, 2014 (the “Effective Date”) [Dkt. No. 31732].

B. The Appointment of the Former FCR, the Successor FCR, and Towers Watson as Actuarial Consultant

6. On May 24, 2004, the Court appointed David T. Austern as the legal representative for future asbestos personal injury claimants in these Chapter 11 Cases. Mr. Austern sought and received Court approval to retain the Tillinghast business of Towers, Perrin, Forster & Crosby, Inc., now known as Towers Watson, as his actuarial consultant [Employment Application, Dkt. No. 6795; Approval Order, Dkt. No. 7254]. Towers Watson served as Mr. Austern’s actuarial consultant until Mr. Austern’s death on May 16, 2013.

7. Following Mr. Austern’s death, the Court appointed Roger Frankel as the Successor FCR in these cases, effective as of May 16, 2013. Mr. Frankel sought and received Court

approval to retain Towers Watson as his actuarial consultant, effective as of November 15, 2013. [Employment Application, Dkt. No. 31346; Approval Order, Dkt. No. 31479].

Towers Watson's Monthly and Quarterly Fee Applications

8. The Administrative Order² in these Chapter 11 Cases approved and set forth certain procedures for the interim and monthly payment of professional fees and reimbursement of expenses, subject to final approval of the Court. Pursuant to the Administrative Order, Towers Watson filed with the Court, and served on the required parties, monthly and quarterly fee applications for the period October 29, 2004 through February 3, 2014.

9. As of May 1, 2014, the Debtors had paid Towers Watson, pursuant to the Administrative Order, 100% of its professional fees and expenses from October 29, 2004 through June 30, 2013. Towers Watson has also received payment from the Debtors in connection with its monthly fee applications from October 1, 2013 through February 3, 2014 in the aggregate amount of \$28,412.40 (80% fees).³ Accordingly, an aggregate amount of \$7,103.10⁴ remains due and owing from the Debtors to Towers Watson.

Request for Approval of Compensation and Reimbursement of Expenses for the Second Quarterly Period and Final Fee Period

10. By this Final Fee Application, Towers Watson respectfully requests that the Court award it final compensation for services rendered and reimbursement of expenses incurred in connection with its service as actuarial consultants to the Former FCR and Successor FCR during

² The "Administrative Order" refers collectively to the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002 [Dkt. No. 1949] and the Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 [Dkt. No. 198].

³ Towers Watson did not seek reimbursement for any expenses from October 1, 2013 through January 31, 2014.

⁴ \$7,103.10 is calculated as follows: \$5,255.10 (20% fee holdback from October 1, 2013 through December 31, 2013) **plus** \$1,848.00 (20% fee holdback from January 1, 2014 through February 3, 2014).

the Final Fee Period, in the aggregate amount of \$3,673,654.50 in fees and \$53,453.96 in expenses, for a total award of \$3,727,108.46.

11. In support of this Final Fee Application, Towers Watson incorporates herein by reference its quarterly fee applications for the periods October 29, 2004 through February 3, 2014. Below is a summary of same:

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/Expenses	Dated Filed (DI No.)
<u>Actuarial Consultant to David T. Austern (Former FCR)</u>							
2/20/06 D.I. 11854 (1 st Quarterly)	10/1/04- 12/31/04	\$25,002.00	\$0.00	\$25,002.00	\$0.00	\$0.00	3/27/06 D.I. 12121
2/20/06 D.I. 11855 (2 nd Quarterly)	1/1/05- 3/31/05	\$78,723.00	\$270.00	\$78,723.00	\$270.00	\$0.00	3/27/06 D.I. 12121
2/20/06 D.I. 11856 (3 rd Quarterly)	4/1/05- 6/30/05	\$432.00	\$0.00	\$432.00	\$0.00	\$0.00	3/27/06 D.I. 12121
2/20/06 D.I. 11857 (4 th Quarterly)	10/1/05- 12/31/05	\$12,740.50	\$2,246.00	\$12,740.50	\$2,246.00	\$0.00	6/16/06 D.I. 12660
6/29/06 D.I. 12734 (5 th Quarterly)	1/1/06- 3/31/06	\$66,539.00	\$867.40	\$66,539.00	\$867.40	\$0.00	9/26/06 D.I. 13298
8/21/06 D.I. 13026 (6 th Quarterly)	4/1/06- 6/30/06	\$31,895.00	\$0.00	\$31,895.00	\$0.00	\$0.00	12/19/06 D.I. 14069
12/15/06 D.I. 14036 (7 th Quarterly)	7/1/06- 9/30/06	\$136,782.50	\$632.60	\$136,782.50	\$632.60	\$0.00	3/30/07 D.I. 15044
3/7/07 D.I. 14779 (8 th Quarterly)	10/1/06- 12/31/06	\$417,223.00	\$5,326.30	\$417,223.00	\$5,326.30	\$0.00	6/20/07 D.I. 16105
10/1/07 D.I. 16956 (9 th Quarterly)	1/1/07- 3/31/07	\$320,162.50	\$10,770.05	\$320,162.50	\$10,770.05	\$0.00	9/25/07 D.I. 16916

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/Expenses	Dated Filed (DI No.)
10/1/07 D.I. 16957 (10 th Quarterly)	4/1/07-6/30/07	\$767,204.00	\$6,346.44	\$767,204.00	\$6,346.44	\$0.00	12/13/07 D.I. 17629
1/11/08 D.I. 17800 (11 th Quarterly)	7/1/07-9/30/07	\$679,996.50	\$3,647.52	\$679,996.50	\$3,647.52	\$0.00	3/12/08 D.I. 18270
4/29/08 D.I. 18634 (12 th Quarterly)	10/1/07-12/31/07	\$505,836.00	\$6,110.25	\$505,836.00	\$6,110.25	\$0.00	6/23/08 D.I. 18989
8/4/08 D.I. 19221 (13 th Quarterly)	1/1/28-3/31/08	\$306,891.50	\$10,913.18	\$306,891.50	\$10,913.18	\$0.00	10/1/08 D.I. 19663
10/2/08 D.I. 19692 (14 th Quarterly)	4/1/08-6/30/08	\$87,838.00	\$4,199.58	\$87,838.00	\$4,199.58	\$0.00	12/17/08 D.I. 20283
12/19/08 D.I. 20303 (15 th Quarterly)	7/1/08-9/30/08	\$38,079.50	\$64.95	\$33,975.50	\$64.95	\$0.00	4/2/09 D.I. 21173
4/13/09 D.I. 21253 (16 th Quarterly)	10/1/08-12/31/08	\$34,513.00	\$0.00	\$34,513.00	\$0.00	\$0.00	7/7/09 D.I. 22354
6/25/09 D.I. 22255 (17 th Quarterly)	1/1/09-3/31/09	\$4,167.50	\$0.00	\$4,167.50	\$0.00	\$0.00	9/28/09 D.I. 23352
10/12/09 D.I. 23470 (18 th Quarterly)	4/1/09-6/30/09	\$1,322.50	\$0.00	\$1,322.50	\$0.00	\$0.00	12/11/09 D.I. 23996
2/12/10 D.I. 24280 (19 th Quarterly)	7/1/09-9/30/09	\$5,747.50	\$0.00	\$5,747.50	\$0.00	\$0.00	3/19/10 D.I. 24470
3/2/10 D.I. 24396 (20 th Quarterly)	10/1/09-12/31/09	\$12,933.00	\$0.00	\$12,933.00	\$0.00	\$0.00	6/7/10 D.I. 24917
8/6/10 D.I. 25182 (21 st Quarterly)	1/1/10-3/31/10	\$855.00	\$0.00	\$855.00	\$0.00	\$0.00	9/13/10 D.I. 25397

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/Expenses	Dated Filed (DI No.)
11/8/10 D.I. 25719 (22 nd Quarterly)	4/1/10-6/30/10	\$21,683.00	\$0.00	\$21,683.00	\$0.00	\$0.00	12/10/10 D.I. 25905
2/19/11 D.I. 26342 (23 rd Quarterly)	7/1/10-9/30/10	\$4,153.50	\$0.00	\$4,153.50	\$0.00	\$0.00	3/24/11 D.I. 26623
1/26/12 D.I. 28426 (24 th Quarterly)	7/1/11-9/30/11	\$8,675.50	\$0.00	\$8,675.50	\$0.00	\$0.00	3/23/12 D.I. 28705
9/19/12 D.I. 29639 (25 th Quarterly)	1/1/12-3/31/12	\$2,567.50	\$0.00	\$2,567.50	\$0.00	\$0.00	12/11/12 D.I. 30036
9/19/12 D.I. 29640 (26 th Quarterly)	4/1/12-6/30/12	\$4,480.50	\$0.00	\$4,480.50	\$0.00	\$0.00	12/11/12 D.I. 30036
11/21/12 D.I. 29924 (27 th Quarterly)	7/1/12-9/30/12	\$60,668.00	\$2,059.69	\$60,555.50	\$2,059.69	\$0.00	3/27/13 D.I. 30440
4/19/13 D.I. 30532 (28 th Quarterly)	10/1/12-12/31/12	\$3,692.50	\$0.00	\$3,692.50	\$0.00	\$0.00	7/31/13 D.I. 30907
11/15/13 D.I. 31345 (29 th Quarterly)	4/1/13-5/16/13	\$1,551.50	\$0.00	\$1,551.50	\$0.00	\$0.00	12/17/13 D.I. 31482
<u>Actuarial Consultant to Roger Frankel (Successor FCR)</u>							
3/14/14 D.I. 31862 (1 st Quarterly)	11/15/13-12/31/13	\$26,275.50	\$0.00	\$21,020.40 (80% fees paid – approval pending)	\$0.00	\$5,255.10 (20% holdback on fees – approval pending)	Set for hearing on May 28, 2014
To Be Considered with this Final Fee Application (2 nd Quarterly)	1/1/14-2/3/14	\$9,240.00	\$0.00	\$7,392.00 (80% fees paid – approval pending)	\$0.00	\$1,848.00 (20% holdback on fees – approval pending)	Set for hearing on October 14, 2014

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/Expenses	Dated Filed (DI No.)
TOTAL:	10/29/04-2/3/14	\$3,677,871.00	\$53,453.96	\$3,666,551.40	\$53,453.96	\$7,103.10	--

A. Second Quarterly Period

12. Below is a summary of the monthly fee applications filed by Towers Watson for the Second Quarterly Period, a summary of the time expended by Towers Watson by professional and by project category, as well as a summary of the reasonable and necessary out-of-pocket expenses incurred by Towers Watson during the Second Quarterly Period.

MONTHLY FEE STATEMENTS FILED FOR SECOND QUARTERLY PERIOD

Date Filed (DI No.)	Period Covered	Requested Fees (100%)	Requested Expenses (100%)	Fees Paid (80%)	Expenses Paid (100%)
2/6/14 D.I. 31822	1/1/14-1/31/14	\$9,240.00	\$0.00	\$7,392.00	\$0.00
TOTAL:	1/1/14-1/31/14	\$9,240.00	\$0.00	\$7,392.00	\$0.00

SUMMARY OF TIME EXPENDED BY PROFESSIONAL DURING SECOND QUARTERLY PERIOD

Name of Professional	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jeff Kimble	Consulting Actuary, ACAS, 1998	\$515	8.5	\$4,377.50
Steve Lin	Consulting Actuary, FCAS, 2012	\$575	2.3	\$1,322.50
Adam Luechtefeld	Analyst	\$330	0.5	\$165.00
David Wolf	Consulting Actuary, FCAS, 2013	\$450	7.5	\$3,375.00
TOTAL:			18.8	\$9,240.00
Blended Rate: \$491.49				

**SUMMARY OF COMPENSATION BY
PROJECT CATEGORY DURING SECOND QUARTERLY PERIOD**

Project Category	Hours	Fees
Data Analysis	18.8	\$9,240.00
TOTAL:	18.8	\$9,240.00

SUMMARY OF EXPENSES INCURRED DURING SECOND QUARTERLY PERIOD

Expense Category	Expenses Requested
No expenses	\$0.00
TOTAL:	\$0.00

B. Final Fee Period

13. Below are summaries of the time expended by Towers Watson by professional and by project category, as well as a summary of the reasonable and necessary out-of-pocket expenses incurred by Towers Watson during the Final Fee Period.

**SUMMARY OF TIME EXPENDED BY
PROFESSIONAL DURING FINAL FEE PERIOD**

Name of Professional	Position of Applicant; No. of Years in Position, Prior Relevant Experience, Year Obtained License, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
<u>Principals</u>				
Michael E. Angelina	Principal, ACAS, 1993	\$575	81.4	\$46,805.00
<u>Consulting Actuaries</u>				
Matthew Ball	Consulting Actuary, FIA, 2012	\$550	1.5	\$825.00
		\$575	8.5	\$4,887.50

Name of Professional	Position of Applicant; No. of Years in Position, Prior Relevant Experience, Year Obtained License, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jennifer Biggs	Consulting Actuary, FCAS, 1994	\$560	16.3	\$9,128.00
		\$575	1.5	\$862.50
		\$625	1,616.6	\$1,010,375.00
		\$650	296.2	\$192,530.00
		\$675	9.3	\$6,277.50
		\$690	15.1	\$10,419.00
		\$715	33.6	\$24,024.00
		\$750	2.0	\$1,500.00
Bryan Gillespie	Consulting Actuary, FCAS, 1983	\$400	979.8	\$391,920.00
		\$410	91.9	\$37,679.00
		\$450	1.0	\$450.00
Jeffrey Kimble	Consulting Actuary, ACAS, 1998	\$350	2.2	\$770.00
		\$375	1,247.8	\$467,925.00
		\$400	408.9	\$163,560.00
		\$425	33.5	\$14,237.50
		\$450	3.0	\$1,350.00
		\$475	53.0	\$25,175.00
		\$515	35.3	\$18,179.50
Ken Leonard	Consulting Actuary, FCAS, 2007	\$385	119.5	\$46,007.50
		\$410	1.3	\$533.00
Steve Lin	Consulting Actuary, FCAS, 2012	\$425	194.8	\$82,790.00
		\$475	36.2	\$17,195.00
		\$525	0.5	\$262.50
		\$575	6.8	\$3,910.00
Atul Malhotra	Consulting Actuary, FCAS, ACAS, 2001	\$360	123.1	\$44,316.00
		\$425	51.8	\$22,015.00
Gregory Poirier	Consulting Actuary, FCAS, 2000	\$425	12.4	\$5,270.00
David Powell	Consulting Actuary, ACAS, 1972	\$675	125.8	\$84,915.00
		\$700	5.1	\$3,570.00
Sandy Santomenno	Consulting Actuary, ACAS, 1989	\$550	4.0	\$2,200.00
		\$575	3.0	\$1,725.00

Name of Professional	Position of Applicant; No. of Years in Position, Prior Relevant Experience, Year Obtained License, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ollie Sherman	Consulting Actuary, FCAS, 1981	\$675 \$700	165.7 7.2	\$111,847.50 \$5,040.00
Russ Sutter	Consulting Actuary, FCAS, 1988	\$485	0.7	\$339.50
David Wolf	Consulting Actuary, FCAS, 2013	\$375 \$450	27.8 24.0	\$10,425.00 \$10,800.00
<u>Analysts/Project Managers/Consultants</u>				
Lisa Balatbat	Project Manager	\$400	14.0	\$5,600.00
Kathy Boeger	Analyst	\$125	3.2	\$400.00
Julianne Callaway	Analyst	\$270 \$300 \$325 \$330 \$340 \$360	1.5 1,044.7 58.8 5.0 22.5 47.5	\$405.00 \$313,410.00 \$19,110.00 \$1,650.00 \$7,650.00 \$17,100.00
Melissa Chung	Analyst	\$250 \$295	410.0 15.8	\$102,500.00 \$4,661.00
Yan Lap Fung	Analyst	\$180 \$210	31.9 2.5	\$5,742.00 \$525.00
Chris Grant	Analyst	\$210	9.9	\$2,079.00
Rosemary Howell	Analyst	\$160	3.5	\$560.00
Nicole King	Analyst	\$250	52.7	\$13,175.00
Lana Leonard	Analyst	\$175	7.0	\$1,225.00
Adam Luechtefeld	Analyst	\$250 \$260 \$275 \$330	515.4 4.0 6.5 4.0	\$128,850.00 \$1,040.00 \$1,787.50 \$1,320.00

Name of Professional	Position of Applicant; No. of Years in Position, Prior Relevant Experience, Year Obtained License, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Sarah Maune	Analyst	\$205	1.0	\$205.00
Caroline Muegge	Analyst	\$220	1.0	\$220.00
Alicia Oliver	Analyst	\$150 \$170 \$175	73.7 36.2 13.0	\$11,055.00 \$6,154.00 \$2,275.00
Brent Petzoldt	Analyst	\$100 \$210 \$235 \$240 \$250 \$300	32.5 37.5 13.7 21.2 0.3 2.5	\$3,250.00 \$7,875.00 \$3,219.50 \$5,088.00 \$75.00 \$750.00
Terry Quackenbush	Analyst	\$300	14.2	\$4,260.00
Rhamonda Riggins	Analyst	\$260 \$295 \$305 \$315 \$325 \$330	303.7 47.7 13.4 3.5 18.5 1.5	\$78,962.00 \$14,071.50 \$4,087.00 \$1,102.50 \$6,012.50 \$495.00
Liz Scott	Analyst	\$180	0.2	\$36.00
Andrew Staudt	Analyst	\$195	2.0	\$390.00
Jennifer Teter	Analyst	\$260 \$305 \$315	7.0 12.5 1.2	\$1,820.00 \$3,812.50 \$378.00
Aaron Tresnak	Analyst	\$155	7.1	\$1,100.50
Ed Woynich	Consultant	\$285	22.8	\$6,498.00
Patrick Yu	Analyst	\$215	17.9	\$3,848.50

Name of Professional	Position of Applicant; No. of Years in Position, Prior Relevant Experience, Year Obtained License, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
TOTAL:			8,814.3	\$3,677,870.50⁵
BLENDED RATE:	\$417.26			

**SUMMARY OF COMPENSATION BY
PROJECT CATEGORY DURING FINAL FEE PERIOD**

Project Category	Hours Billed	Total Fees Requested
Data Analysis	8,289.3	\$3,462,539.50
Insurance	525.0	\$215,331.50
TOTAL:	8,814.3	\$3,677,871.00⁶

⁵ Due to a mathematical error of \$0.50 in a previously filed monthly fee application, this total is \$0.50 less than the correct total amount of \$3,677,871.00 in fees. In addition, this chart does not include Towers Watson's agreements to reduce its fees in the aggregate amount of \$4,216.50 in connection with its 15th and 27th quarterly fee applications, which agreements are reflected in this Court's orders approving Towers Watson's 15th and 27th quarterly fee applications.

⁶ This amount does not reflect Towers Watson's agreements to reduce its fees in the aggregate amount of \$4,216.50 in connection with its 15th and 27th quarterly fee applications, which agreements are reflected in this Court's orders approving Towers Watson's 15th and 27th quarterly fee applications.

SUMMARY OF EXPENSES INCURRED DURING FINAL FEE PERIOD

Expense Category	Expenses Requested
Airfare	\$27,633.56
Car Rental	\$184.41
Fee for purchase of article	\$64.95
Hotel	\$7,918.30
Meals	\$1,420.38
Mileage	\$462.13
Other	\$176.56
Parking	\$1,099.34
Phone	\$4.00
Software fee	\$2,183.26
Taxi	\$1,586.97
Train	\$720.10
Vendor Fee – license for Manville Database	\$10,000.00
TOTAL:	\$53,453.96

14. As set forth in Towers Watson's monthly and quarterly fee applications, in accordance with the factors enumerated in 11 U.S.C. § 330, approval of the fees requested for the Final Fee Period is fair and reasonable given (a) the complexity of the case, (b) the time expended by Towers Watson on behalf of the FCR, (c) the nature and extent of the services rendered, (d) the value of such services to the FCR, and (e) the costs of comparable services other than in a case under this title. In addition, the out-of-pocket expenses for which reimbursement is sought were actual, reasonable, and necessary costs incurred by Towers Watson while providing actuarial services in connection with these Chapter 11 Cases.

15. Pursuant to Bankruptcy Rule 2016(b), Towers Watson has not shared and has not agreed to share (a) any compensation it has received with another party or person, or (b) any compensation another person or party has received or may receive in connection with these Chapter 11 Cases.

Review of Applicable Local Rule

16. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his information, knowledge and belief that this Final Fee Application substantially complies with Rule 2016-2.

Notice

17. Notice of this Final Fee Application has been served upon the notice parties as specified in the Administrative Order. Towers Watson submits that no other or further notice is required.

No Prior Request

18. Other than the quarterly and monthly fee applications filed by Towers Watson in these Chapter 11 Cases, no previous application in respect of the relief requested herein has been made to this or any other Court.

WHEREFORE, for all the foregoing reasons, Towers Watson respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit A**, as follows:

(i) awarding it final compensation for services rendered and expenses incurred in connection with its service as actuarial consultants to the Former FCR and Successor FCR in these Chapter 11 Cases from October 29, 2004 through February 3, 2014, in the amount of \$3,673,654.50 in fees and \$53,453.96 in expenses, for a total award of \$3,727,108.46; and

(ii) granting such other relief as this Court deems just and proper.

Respectfully submitted,

TOWERS WATSON DELAWARE INC.

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Dated: May 5, 2014